

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY,

Plaintiff,

v.

MERRILL LYNCH, PIERCE, FENNER &
SMITH INC., *et al.*,

Defendants.

Civil Action No. 11-cv-30285

**JOINT MOTION FOR APPROVAL OF STIPULATION AND [PROPOSED] ORDER
REGARDING THE SUCCESSOR-IN-INTEREST TO BANC OF AMERICA
SECURITIES LLC**

WHEREAS Plaintiff Massachusetts Mutual Life Insurance Company (“MassMutual”), commenced the above-captioned action (the “Action”) on December 29, 2011 against Merrill Lynch, Pierce, Fenner & Smith, Inc. (“MLPF&S”) and certain other Defendants concerning the offering, marketing, and sale of residential mortgage-backed securities identified in the complaint;

WHEREAS MassMutual has alleged that Banc of America Securities LLC (“BOA Securities”) merged with and into MLPF&S following Bank of America Corporation’s acquisition of Merrill Lynch & Co. Inc.;

WHEREAS MLPF&S has agreed, in the interests of streamlining discovery and trial in this Action, not to contest the liability of MLPF&S as the successor-in-interest to BOA Securities in this Action in exchange for MassMutual’s agreement to withdraw: (i) Request Nos. 78 and 79 of MassMutual’s First Set of Requests for the Production of Documents to MLPF&S,

dated July 23, 2012, and Request No. 1 of MassMutual's First Set of Requests for Admission to MLPF&S, dated July 23, 2012 (collectively, the "Successor-in-Interest Discovery Requests"); and (ii) that portion of MassMutual's October 1, 2012 Motion to Compel (Dkt. Nos. 73, 74, and 75) concerning the Successor-in-Interest Discovery Requests;

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned counsel for MassMutual and counsel for MLPF&S:

1. MLPF&S will not contest or dispute in this Action, or in connection with any appeal of any order or judgment entered in this Action, the issue of successor liability arising from the merger of BOA Securities with and into MLPF&S;
2. MLPF&S will be treated as the successor-in-interest to BOA Securities in this Action, including for the purpose of awarding damages; and
3. MLPF&S represents that it has authority to enter into this Stipulation on behalf of MLPF&S and its affiliates.

IT IS SO ORDERED

Dated: _____, 2013

Michael A. Ponsor
United States District Judge

Dated: February 13, 2013

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CERTIFICATE OF SERVICE

I hereby certify that this document, filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on this 13th day of February, 2013.

/s/ Edward J. McDonough, Jr.
Edward J. McDonough Jr.